EXHIBIT C

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TeamHealth

TeamHealth is a physician practice in the U.S. founded in 1979 and based in Knoxville, Tennessee, pursuing medical outsourcing.[1] Originally a provider of emergency department services, it is outsourcing physicians in emergency medicine, hospital medicine, anesthesiology, critical care, obstetrics, orthopedic surgery, general surgery, ambulatory care, post-acute care and medical call center solutions to acute and post-acute facilities nationwide.[2] After numerous acquisitions in the 2010s it has become the largest market share in U.S. physician outsourcing.

Team Health Holdings, Inc.

Type	Private
Industry	Healthcare
Founded	1979
Headquarters	Knoxville, Tennessee, United States
Revenue	▲US$7.35 Billion (2012)
Operating income	US$1.5 Billion (2012)
Total equity	US$4 Billion (2010)
Number of employees	20,000
Parent	Blackstone Group
Website	teamhealth.com (http://www.teamhealth.com)

Contents

History

TeamHealth was founded in Knoxville in 1979 by Dr. Lynn Massingale.[3][4] The company began when Dr. Massingale, then an emergency medicine physician at the University of Tennessee Medical Center, earned the staffing contract in the emergency department at the medical center.[5] Over the years, other physicians, Dr. Randall Dabbs, Dr. John Staley, Dr. Gar LaSalle, Dr. James Rybak and Dr. Jim George, and their clinical groups joined TeamHealth and are now considered founders of the company.[5]

As of 2015, TeamHealth contracted more than 18,000 health professionals and handled about 10 million emergency room visits per year.[6]:8

In September 2019, the NYT revealed that Team Health was one of two companies behind a political action group called "Doctor Patient Unity". The PAC had surfaced in July 2019 and spent more than $28 million in advertising opposing legislation to end out-of-network charges ("surprise medical bills" after emergency room visits). Because it did not disclose staff nor funders it has been referred to as a dark money group.[7][8]

In August 2019, Moody's downgraded TeamHealth's bond rating to B3-CFR and B3-PD probability of default citing its dispute with its largest payor source, United Healthcare. [9] United Healthcare alleged that TeamHealth was responsible for egregious billing for services rendered in emergency rooms across the country and announced "it will terminate approximately two-thirds of its in-network contracts with Team Health between October 15, 2019 until July 1, 2020. The company also said that UnitedHealth had significantly reduced its payments to Team Health for out-of-network services."

In August 2019, a Qui Tam lawsuit was filed on behalf of the US Government alleging systemic billing fraud involving Federal and State payor systems.[10]

In January 2020, TeamHealth acquired the anesthesiology practice operations of Jon. A Harmon, M.D., P.A., for services provided at Brandon Surgery Center.[11]

In November 2019, NPR revealed a billing practice of TeamHealth's of suing poor and unfunded patients. [12]

In February 2020, TeamHealth announced broad compensation reductions for its providers (https://www.beckershospitalreview.com/compensation-issues/er-physicians-to-take-4-pay-cut-amid-unitedhealthcare-teamhealth-dispute.html) subsequent to its dispute with United Healthcare that began in August 2019.

In February 2020, the Chief United States District Judge of the United States District Court for the Eastern District of Texas, Rodney Gilstrap, ruled in a False Claims Act case against TeamHealth could proceed and denied TeamHealth's motion to dismiss (https://www.law360.com/articles/1243871/team-health-can-t-dodge-fca-suit-over-nonphysician-billing). In his opinion Judge Gilstrap described "two schemes to defraud Medicare and several state Medicaid programs" that were intended to increase billing for patient care that did not take place:

> 2. **The first Scheme is the "Mid-Level Scheme."** Under the Mid-Level Scheme, TeamHealth overbills for services provided by "mid-level" practitioners. The term "mid-level" refers to non-physician healthcare providers, such as Physician Assistants ("PAs") and Nurse Practitioners ("NPs"). Under Centers for Medicare and Medicaid Services ("CMS") rules, a mid-level's services are reimbursed at 85% of the standard physician rate, while services rendered by a physician are reimbursed at 100% of the standard physician rate. These rates and percentages are set by CMS, and the Plaintiff States have largely, if not entirely, adopted these same rates and percentages for reimbursement.
>
> 3. The appropriate rate payable for service rendered to a CMS beneficiary is automatically triggered by the National Provider Identifier ("NPI") submitted with the claim for reimbursement. Services rendered by a mid-level should be submitted under the mid-level's NPI, triggering the 85% rate. Services rendered by a physician should be submitted under the physician's NPI, triggering the 100% rate. However, as outlined in ¶¶ 2-7, herein, and stated with more particularity in §§ V-IV, infra (principally § V.B), TeamHealth—through its billing policies, procedures, and protocols (which include training and guidelines), and through its coordinated operation and influence

over its subsidiaries and affiliated professional entities—systematically submits claims for mid-level services under various physicians' NPIs (as assigning charts to a physician by a midlevel is usually based on shift assignments and how shifts overlap), triggering the 100% rate when in fact the 85% rate applied. TeamHealth does this intentionally and has done so for years.

4. Through its billing policies and practices, TeamHealth attempts to cover up the Mid-Level Scheme by characterizing mid-level services as "split/shared." Under CMS rules, "split/shared" services occur when both a mid-level and a physician treat the same patient during the same visit, such that the services are split or shared between a mid-level and a physician. When this happens, the mid-level's services may be billed under the physicians' NPI at 100% of the physician rate. However, true split/shared visits are exceedingly rare at TeamHealth facilities—they almost never occur. This is because TeamHealth requires mid-levels to treat patients alone, maximizing mid-levels' efficiency and profitability. To cover this up, TeamHealth requires its healthcare providers to falsify medical records to reflect a split/shared visit when none actually occurred.

5. TeamHealth accomplishes this cover-up in two ways. First, TeamHealth requires its mid-levels to indicate on medical records that a physician was involved in each patient encounter, when in fact a physician never saw the patient. For example, an August 11, 2011 email from TeamHealth West mid-level, Chuck Nemejc, indicates that TeamHealth mid-levels must add supervising physicians to patient charts. For each patient Relator Whaley saw, TeamHealth instructed him to list as his supervising physician that physician whose shift most closely paralleled his shift, whether or not that physician ever saw the patient or had any interaction with Relator regarding the patient. Relator Whaley complied with this policy daily while he worked for TeamHealth so that he would not lose his job.

6. Second, TeamHealth requires on-duty physicians to sign mid-level medical records, again suggesting that the physician treated the patient. TeamHealth's formal policy (as adopted on October 5, 2011 at the North Colorado Medical Center Emergency Department) requires that physicians "for billing purposes… review and sign all charts forwarded to them within 48 hours of the encounter, regardless of whether they saw the patient or not." (emphasis added). Relator Dr. Hernandez complied with this policy daily at every TeamHealth location at which he worked by signing patient charts regardless of whether he saw the patient or not—so that he would not lose his job. The result is a medical record that appears to indicate that a split/shared visit occurred. TeamHealth then sends these falsified medical records to a coding and billing employee who "relies" on the falsified record to submit claims for reimbursement under the physician's NPI. This results in the mid-level's services being reimbursed at 100% of the physician rate.

7. TeamHealth employs this Scheme through its billing policies and practices to bill federal and state governments for millions of dollars for the services concerned. Through the Scheme, TeamHealth has fraudulently obtained tens of millions of dollars every year since at least 2011 (the year Relators began working for TeamHealth). Based on information and belief (and the specific example in ¶ 93 infra), TeamHealth began employing the Scheme much earlier than 2011 and continues to employ the Mid-Level Scheme today.

8. **The second Scheme is the "Critical Care Scheme."** This Scheme is a classic upcoding scheme. Under the Critical Care Scheme, TeamHealth bills CMS for "critical care"—the highest level of emergency treatment reserved for life-threatening situations—when in fact critical care services were not rendered and/or were not medically necessary, thereby submitting false claims through fraudulent billing. For example, in an April 2014 email from TeamHealth West Associate Medical Director Elisa Dannemiller, Relator Dr. Hernandez was told, "Just a reminder to keep up the critical care billing! Abnormal vital signs, ICU admits, blood transfusions, trauma activations, and IV ggts all warrant critical care. We are still missing some obvious opportunities…" However, these situations Dannemiller lists do not necessarily, and likely do not, require critical care in every instance because they do not necessarily meet the CMS definition for "critical care." Yet Dannemiller told healthcare providers that all of these situations warrant critical care every time. Dannemiller also explained in an October 2, 2013 PowerPoint presentation, "[y]ou can bill for critical care and send the patient home!" And in an October 26, 2014 email, Dannemiller imposed critical care billing quotas at 6-12%.

9. Because of the heightened skill and decision-making critical care requires, CMS reimburses providers for critical care services at a significantly higher rate than ordinary emergency services. To capitalize on this up-charge, TeamHealth requires its providers to (1) meet stated critical care quotas each month; (2) falsify critical care on patient medical records when the care they provided did not meet CMS critical care requirements; and/or (3) perform and chart critical care services when those services were not medically necessary. Again "relying" on falsified medical records, TeamHealth coding and billing employees submit claims for reimbursement for the critical care services reflected in the patient chart.

10. TeamHealth employs this Scheme through its billing policies and practices to bill federal and state governments for millions of dollars for the services concerned. Through the Critical Care Scheme, TeamHealth has fraudulently obtained multiple millions of dollars each year since at least 2011 (when Relators began working for TeamHealth). Based on information and belief, TeamHealth began the Scheme much earlier than 2011 and continues to employ the Critical Care Scheme today.

11. TeamHealth is able to conceal these fraudulent claims because a critical care claim is a "pass through" claim for billing purposes, meaning there is no front-end auditing of these charges. For example, the April 2, 2014 TeamHealth Meeting Minutes reveal the following findings from a meeting regarding charting and billing: "Critical care billing has tapered to 3% compliance in February. There is significant variability in billing for those services and continued efforts are occurring to reach the desired 5-8%. Anything that can be done to enhance charting to collect more through billing is greatly appreciated and members noted that this type of charge is a pass through for billing, noting there is no auditing of these charges." (emphasis added).

12. Both of TeamHealth's Schemes clearly violate CMS's and the Plaintiff States' billing regulations and guidelines. TeamHealth perpetrates both Schemes on a nationwide basis. For example, evidence of the Mid-Level Scheme on a nationwide basis is seen in a January 31, 2012 email from a Kansas-based TeamHealth administrator, Jan Hook, to Relator Dr. Hernandez at the Colorado TeamHealth facility requiring Relator Dr. Hernandez to co-sign a patient chart. Further, in a May 24, 2013 email from Gloria Brunette, a TeamHealth Site Coordinator located in Arizona, Brunette requests "Supporting Physician Documentation" for multiple mid-level charts from Relator Dr. Hernandez. And in a May 6, 2011 email from TeamHealth West's California facility employee, Kathryn E. Moreno, to Relator Whaley and others, Moreno explains that TeamHealth's North Colorado facility will soon implement a new Chart Documentation system. An example of the nationwide scope of the Critical Care Scheme is seen in an April 10, 2013 email from a Texas-located TeamHealth administrator, Kim-Diep Do. In the email, Do encourages TeamHealth providers to bill critical care and points out the loss of money (i.e., "loss of RVUs") when providers fail to bill critical care.

13. Both Schemes also defraud CMS and the Plaintiff States of tens of millions of dollars each year, with the exact amount being known only to private accounting of the TeamHealth defendants. In this action, Relators seek damages, civil penalties, and other remedies under the FCA and analogous laws of the Plaintiff States arising from TeamHealth's two fraudulent Schemes.

Acquisitions

During the 1990s the company was acquired by Birmingham, Alabama based MedPartners, Inc.. In 1999, MedPartners sold the company to private equity firm Madison Dearborn Partners for $335 million, but retained a 7.3% stake in the company. In 2005, the company made a $173 million IPO, but later withdrew after being acquired by private equity firm Blackstone Group in November 2005.[13] The Blackstone Group later took the company public in 2009, seeking an initial IPO of $100 million.[14]

In the 2010s, TeamHealth expanded with a large number of acquisitions, including:

- 2012: Delphi Healthcare Partners (Morrisville, North Carolina) [15]
- 2014: Emergency Medicine Specialists,[16] Premier Physician Services, Inc.,[17] Certified Anesthesia Services (Washington, DC),[18] Florida Gulf-to-Bay Anesthesiology Associates,[19] PhysAssist Scribes, Inc. (Fort Worth, Texas)[20]
- 2015: Ruby Crest Emergency Medicine,[21] Princeton Emergency Physicians,[22] Brookhaven Anesthesia Associates,[23] and in November 2015, IPC Healthcare Inc. for $1.6 billion making TeamHealth the largest provider of post-acute care in the United States.[24][25]
- 2016: Children's Emergency Services,[26] Tri-City Emergency Medical Group,[27] Lake County Anesthesia Associates,[28] Anesthesia Associates of Cincinnati,[29] Grossmont Emergency Medical Group,[30] EmMed PC,[31] Florida Emergency Physicians[32] In October 2016, TeamHealth Holdings announced it had reached an agreement to be acquired by Blackstone Group, taking the company private again in a $6.1 billion deal. The deal closed during the first quarter of 2017[24]
- 2017: Synergy Emergency Physicians[33]
- 2018: X32 Healthcare,[34] Emergency Medicine Consultants and Mediserv Ltd. (Fort Worth, TX),[35] EmergiNet[36]

Awards & Recognition

- Becker's Hospital Review "150 Great Places to Work in Healthcare" — 2015, 2016, 2017, 2018[37]
- Fortune's "World's Most Admired Companies" — 2015, 2016, 2017[38]
- Forbes "America's Most Trustworthy Companies" — 2014[39]
- Co-founder and Chairman Lynn Massingale named 2018 Tennessee Health Care Hall of Fame Inductee[40]
- Co-founder and Chairman Lynn Massingale named among the 50 Most Influential Physician Executive and Leaders by Modern Healthcare in 2016, 2017, 2018[41]

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External links

- Official website (http://www.teamhealth.com)